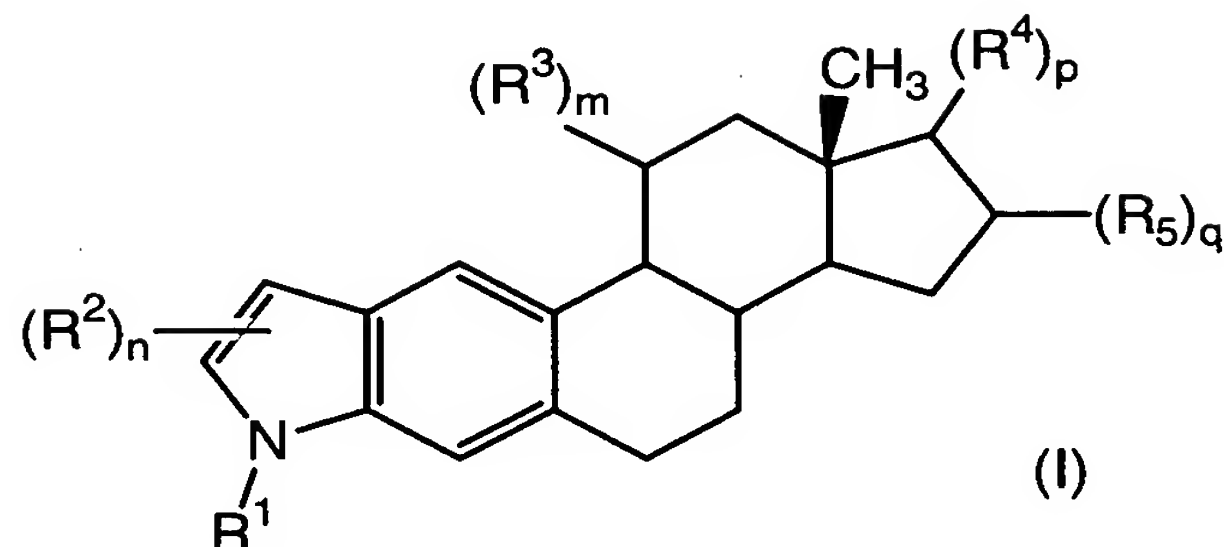


In the Claims:

1. (original) A compound of formula (I)



wherein

R¹ is selected from the group consisting of hydrogen, hydroxy, A, -O-A, C(O)-A and -SO₂-A;

n is an integer from 0 to 2;

each R² is independently selected from the group consisting of hydroxy, carboxy, halogen, -A, -O-A, -C(O)-A, -C(O)O-A, amino, alkylamino, dialkylamino, cyano, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, -SH, -S-A, -SO-A, -SO₂-A, -SO₂-NH₂, -SO₂-NH(alkyl) and -SO₂-N(alkyl)₂;

m is an integer from 0 to 2;

each R³ is independently selected from the group consisting of -A, -O-A, -S-A, -NH-A, -N(A)₂ and -C(O)-A;

p is an integer from 1 to 2;

each R⁴ is independently selected from the group consisting of hydroxy, carboxy, cyano, -A, alkenyl, -alkenyl-A, alkynyl, -alkynyl-A, -O-A, -NH₂, NH(A), -N(A)₂, -N(A)-C(O)-A, -NH-C(O)-A, -C(O)-N(A)₂, -C(O)-NH₂, -C(O)-NH-A, -SO₂-N(A)₂, -SO₂-NH(A), -SO₂-NH₂, -N(A)-SO₂-A, -NH-SO₂-A, -C(O)O-A, -OC(O)H and -OC(O)-A;

alternatively, when p is 2, two R⁴ groups may be taken together as oxo or =N(OH);

q is an integer from 0 to 2;

each R⁵ is independently selected from the group consisting of hydroxy, carboxy, halogen, alkyl, alkoxy, cycloalkyl and -C(O)-A; wherein the alkyl group is optionally substituted with one or more substituents independently selected from halogen, hydroxy, carboxy or alkoxy;

wherein each A is independently selected from the group consisting of alkyl, aryl, aralkyl, cycloalkyl, heteroaryl and heterocycloalkyl; wherein the aryl, aralkyl, cycloalkyl, heteroaryl or heterocycloalkyl group is optionally substituted with one or more substituents independently selected from halogen, hydroxy, carboxy, lower alkyl, lower alkoxy, nitro, cyano, amino, lower alkylamino or di(lower alkyl)amino; or a pharmaceutically acceptable salt thereof.

2. (original) A compound as in Claim 1 wherein

R^1 is selected from the group consisting of hydrogen, hydroxy, A, -O-A, C(O)-A and -SO₂-A;

n is an integer from 0 to 1;

each R^2 is independently selected from the group consisting of carboxy, halogen, -A, -C(O)-A, -C(O)O-A, cyano, -S-A, -SO-A, -SO₂-A, -SO₂-NH₂, -SO₂-NH(alkyl) and -SO₂-N(alkyl)₂;

m is an integer from 0 to 1;

each R^3 is independently selected from the group consisting of -A, -O-A, -S-A, -NH-A and -C(O)-A;

p is an integer from 1 to 2;

R^4 is selected from the group consisting of hydroxy, -NH₂, -NH(A), -N(A)₂, -C(O)NH₂, -C(O)-NH(A), -SO₂-NH₂, -SO₂-NH(A) and -OC(O)-A, when the R^4 is in a β -orientation;

R^4 is selected from the group consisting of hydroxy, carboxy, cyano, -A, alkenyl, -alkenyl-A, alkynyl, -alkynyl-A, -O-A, -NH₂, -NH(A), -N(A)₂, -N(A)-C(O)-A, -NH-C(O)-A, -C(O)-N(A)₂, -C(O)-NH₂, -C(O)-NH-A, -SO₂-N(A)₂, -SO₂-NH(A), -SO₂-NH₂, -N(A)-SO₂-A, -NH-SO₂-A, -C(O)O-A, -OC(O)H and -OC(O)-A, when the R^4 is in an α -orientation;

alternatively, when p is 2, two R^4 groups may be taken together as oxo or =N(OH);

q is an integer from 0 to 1;

R^5 is selected from the group consisting of carboxy, halogen, lower alkyl, and -C(O)-A; wherein the alkyl group is optionally substituted with one to two substituents independently selected from halogen, hydroxy, carboxy or alkoxy;

wherein each A is independently selected from the group consisting of alkyl, aryl, aralkyl, cycloalkyl, heteroaryl and heterocycloalkyl; wherein the aryl, aralkyl, cycloalkyl, heteroaryl or heterocycloalkyl group is optionally substituted with one to two substituents independently selected from halogen, hydroxy, carboxy, lower alkyl, lower alkoxy, nitro, cyano, amino, lower alkylamino or di(lower alkyl)amino;

or a pharmaceutically acceptable salt thereof.

3. (original) A compound as in Claim 2 wherein

R^1 is selected from the group consisting of hydrogen and $-SO_2$ -alkyl;

n is 0;

m is 0;

p is an integer from 1 to 2;

R^4 is selected from the group consisting of hydroxy and $-O-C(O)$ -alkyl; wherein the alkyl portion of the $-O-C(O)$ -alkyl group is optionally substituted with a carboxy group;

alternatively when p is 2, two R^4 groups are taken together as oxo;

q is 0;

4. (original) A compound as in Claim 3 wherein

R^1 is selected from the group consisting of hydrogen and $-SO_2-CH_3$;

n is 0;

m is 0;

p is an integer from 1 to 2;

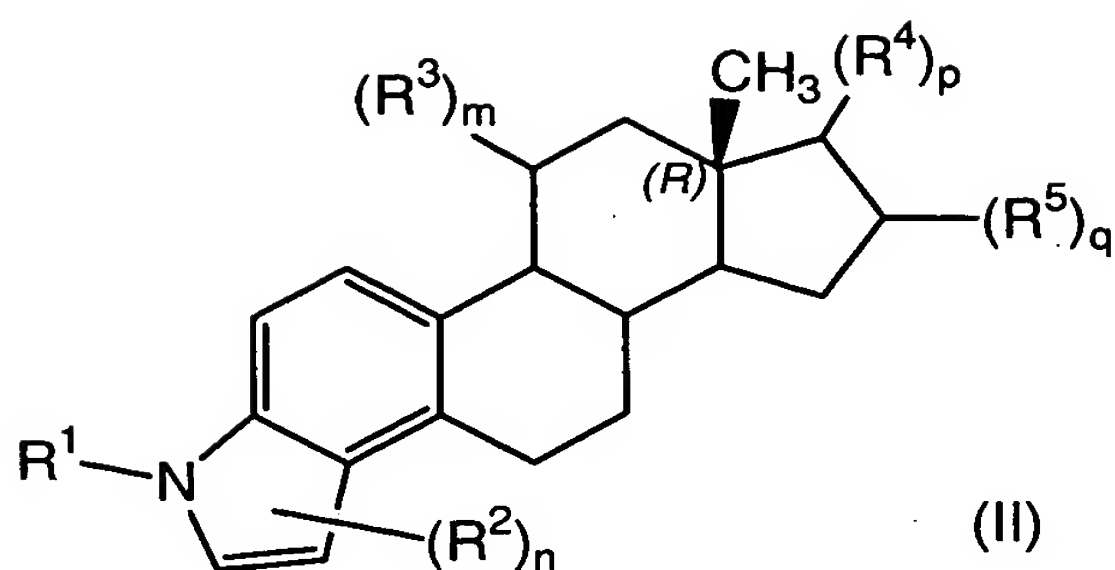
R^4 is selected from the group consisting of hydroxy and $-O-C(O)$ -n-butyl and $-O-C(O)-CH_2CH_2CH_2CH_2-CO_2H$;

alternatively when p is 2, two R^4 groups are taken together as oxo;

q is 0;

or a pharmaceutically acceptable salt thereof.

5. (original) A compound of the formula (II)



wherein

R^1 is selected from the group consisting of hydrogen, hydroxy, A, -O-A, C(O)-A and -SO₂-A;

n is an integer from 0 to 2;

each R^2 is independently selected from the group consisting of hydroxy, carboxy, halogen, -A, -O-A, -C(O)-A, -C(O)O-A, amino, alkylamino, dialkylamino, cyano, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, -SH, -S-A, -SO-A, -SO₂-A, -SO₂-NH₂, -SO₂-NH(alkyl) and -SO₂-N(alkyl)₂;

m is an integer from 0 to 2;

each R^3 is independently selected from the group consisting of -A, -O-A, -S-A, -NH-A, -N(A)₂ and -C(O)-A;

p is an integer from 1 to 2;

each R^4 is independently selected from the group consisting of hydroxy, carboxy, cyano, -A, alkenyl, -alkenyl-A, alkynyl, -alkynyl-A, -O-A, -NH₂, NH(A), -N(A)₂, -N(A)-C(O)-A, -NH-C(O)-A, -C(O)-N(A)₂, -C(O)-NH₂, -C(O)-NH-A, -SO₂-N(A)₂, -SO₂-NH(A), -SO₂-NH₂, -N(A)-SO₂-A, -NH-SO₂-A, -C(O)O-A, -OC(O)H and -OC(O)-A;

alternatively, when p is 2, two R^4 groups may be taken together as oxo or =N(OH);

q is an integer from 0 to 2;

each R^5 is independently selected from the group consisting of hydroxy, carboxy, halogen, alkyl, alkoxy, cycloalkyl and -C(O)-A; wherein the alkyl group is optionally substituted with one or more substituents independently selected from halogen, hydroxy, carboxy or alkoxy;

wherein each A is independently selected from the group consisting of alkyl, aryl, aralkyl, cycloalkyl, heteroaryl and heterocycloalkyl; wherein the aryl, aralkyl, cycloalkyl, heteroaryl or heterocycloalkyl group is optionally substituted with one or more

substituents independently selected from halogen, hydroxy, carboxy, lower alkyl, lower alkoxy, nitro, cyano, amino, lower alkylamino or di(lower alkyl)amino;
or a pharmaceutically acceptable salt thereof.

6. (amended) A compound as in Claim 4 5 wherein

R^1 is selected from the group consisting of hydrogen, hydroxy, A, -O-A, C(O)-A and -SO₂-A;

n is an integer from 0 to 1;

each R^2 is independently selected from the group consisting of carboxy, halogen, -A, -C(O)-A, -C(O)O-A, cyano, S-A -SO-A, -SO₂-A, -SO₂-NH₂, -SO₂-NH(alkyl) and -SO₂-N(alkyl)₂;

m is an integer from 0 to 1;

each R^3 is independently selected from the group consisting of -A, -O-A, -S-A, -NH-A and -C(O)-A;

p is an integer from 1 to 2;

R^4 is selected from the group consisting of hydroxy, -NH₂, -NH(A), -N(A)₂, -C(O)NH₂, -C(O)-NH(A), -SO₂-NH₂, -SO₂-NH(A) and -OC(O)-A, when the R^4 is in a β -orientation;

R^4 is selected from the group consisting of hydroxy, carboxy, cyano, -A, alkenyl, -alkenyl-A, alkynyl, -alkynyl-A, -O-A, -NH₂, -NH(A), -N(A)₂, -N(A)-C(O)-A, -NH-C(O)-A, -C(O)-N(A)₂, -C(O)-NH₂, -C(O)-NH-A, -SO₂-N(A)₂, -SO₂-NH(A), -SO₂-NH₂, -N(A)-SO₂-A, -NH-SO₂-A, -C(O)O-A, -OC(O)H and -OC(O)-A, when the R^4 is in an α -orientation;

alternatively, when p is 2, two R^4 groups may be taken together as oxo or =N(OH);

q is an integer from 0 to 1;

R^5 is selected from the group consisting of carboxy, halogen, lower alkyl, and -C(O)-A; wherein the alkyl group is optionally substituted with one to two substituents independently selected from halogen, hydroxy, carboxy or alkoxy;

wherein each A is independently selected from the group consisting of alkyl, aryl, aralkyl, cycloalkyl, heteroaryl and heterocycloalkyl; wherein the aryl, aralkyl, cycloalkyl, heteroaryl or heterocycloalkyl group is optionally substituted with one to two substituents

independently selected from halogen, hydroxy, carboxy, lower alkyl, lower alkoxy, nitro, cyano, amino, lower alkylamino or di(lower alkyl)amino;

or a pharmaceutically acceptable salt thereof.

7. A compound as in Claim 6 wherein

R^1 is selected from the group consisting of hydrogen and $-SO_2$ -alkyl;

n is an integer from 0 to 1;

R^2 is selected from the group consisting of $-S$ -(alkyl);

m is 0;

p is an integer from 1 to 2;

R^4 is selected from the group consisting of hydroxy, alkynyl and $-O-C(O)$ -(alkyl);

alternatively, when p is 2, two R^4 groups are taken together as oxo;

q is 0;

or a pharmaceutically acceptable salt thereof.

8. A compound as in Claim 7 wherein

R^1 is selected from the group consisting of hydrogen and $-SO_2-CH_3$;

n is an integer from 0 to 1;

R^2 is $-S-CH_3$;

m is 0;

p is an integer from 1 to 2;

R^4 is selected from the group consisting of hydroxy, ethynyl and $-OC(O)$ -n-butyl;

alternatively, when p is 2, two R^4 groups are taken together as oxo;

q is 0;

or a pharmaceutically acceptable salt thereof.

9. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound of Claim 1.

10. (cancelled)

11. (original) A process for making a pharmaceutical composition comprising mixing a compound of Claim 1 and a pharmaceutically acceptable carrier.

12. (cancelled)

13. (cancelled)

14. (amended) ~~The method of Claim 13, wherein the~~ A method for treating a disorder mediated by an estrogen receptor, wherein the disorder is selected from the group consisting of osteoporosis, hot flashes, vaginal dryness, breast cancer and endometriosis.

15. (cancelled)

16. A method of contraception comprising co-therapy with a therapeutically effective amount of a compound as in Claim 1 and a progestogen or a progestogen antagonist.

17. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound of Claim 5.

18. (cancelled)

19. A process for making a pharmaceutical composition comprising mixing a compound of Claim 5 and a pharmaceutically acceptable carrier.

20. (cancelled)

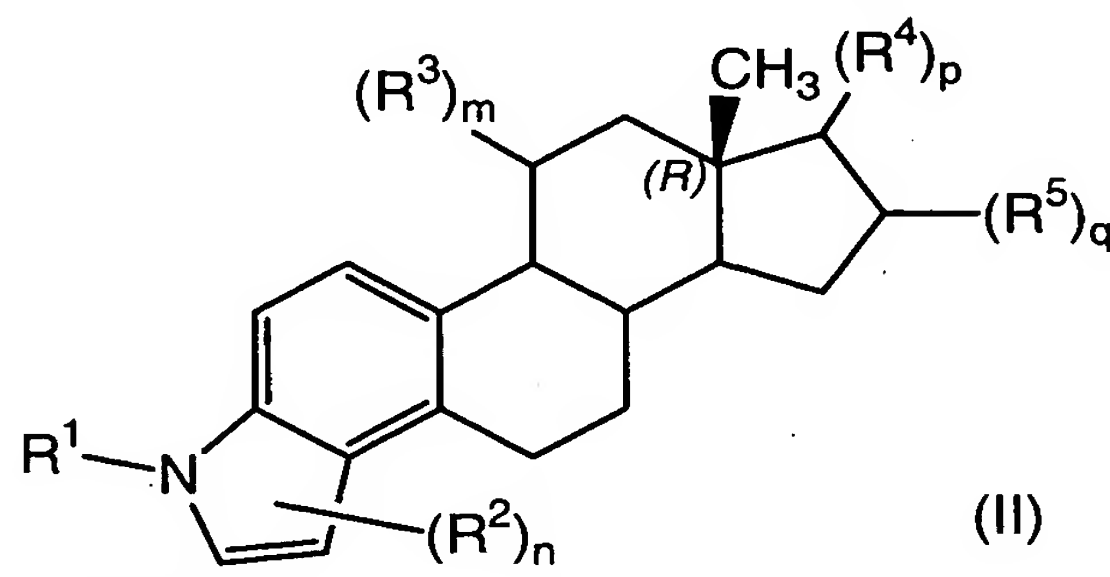
21. (cancelled)

22. (amended) ~~The method of Claim 21, wherein the~~ A method for treating a disorder mediated by an estrogen receptor, wherein the disorder is selected from the group consisting of osteoporosis, hot flashes, vaginal dryness, breast cancer and endometriosis.

23. (cancelled)

24. A method of contraception comprising co-therapy with a therapeutically effective amount of a compound as in Claim 5 and a progestogen or a progestogen antagonist.

25. (amended) A method of contraception comprising co-therapy with a therapeutically effective amount of a compound of formula (II) and a progestogen or a progestogen antagonist, wherein formula (II) is as follows:



wherein

R¹ is selected from the group consisting of hydrogen, hydroxy, A, -O-A, C(O)-A and -SO₂-A;

n is an integer from 0 to 2;

each R² is independently selected from the group consisting of hydroxy, carboxy, halogen, -A, -O-A, -C(O)-A, -C(O)O-A, amino, alkylamino, dialkylamino, cyano, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, -SH, -S-A, -SO-A, -SO₂-A, -SO₂-NH₂, -SO₂-NH(alkyl) and -SO₂-N(alkyl)₂;

m is an integer from 0 to 2;

each R³ is independently selected from the group consisting of -A, -O-A, -S-A, -NH-A, -N(A)₂ and -C(O)-A;

p is an integer from 1 to 2;

each R⁴ is independently selected from the group consisting of hydroxy, carboxy, cyano, -A, alkenyl, -alkenyl-A, alkynyl, -alkynyl-A, -O-A, -NH₂, NH(A), -N(A)₂, -N(A)-C(O)-A, -NH-C(O)-A, -C(O)-N(A)₂, -C(O)-NH₂, -C(O)-NH-A, -SO₂-N(A)₂, -SO₂-NH(A), -SO₂-NH₂, -N(A)-SO₂-A, -NH-SO₂-A, -C(O)O-A, -OC(O)H and -OC(O)-A;

alternatively, when p is 2, two R⁴ groups may be taken together as oxo or =N(OH);

q is an integer from 0 to 2;

each R⁵ is independently selected from the group consisting of hydroxy, carboxy, halogen, alkyl, alkoxy, cycloalkyl and -C(O)-A; wherein the alkyl group is optionally substituted with one or more substituents independently selected from halogen, hydroxy, carboxy or alkoxy;

wherein each A is independently selected from the group consisting of alkyl, aryl, aralkyl, cycloalkyl, heteroaryl and heterocycloalkyl; wherein the aryl, aralkyl, cycloalkyl, heteroaryl or heterocycloalkyl group is optionally substituted with one or more substituents independently selected from halogen, hydroxy, carboxy, lower alkyl, lower alkoxy, nitro, cyano, amino, lower alkylamino or di(lower alkyl)amino;

or a pharmaceutically acceptable salt thereof.